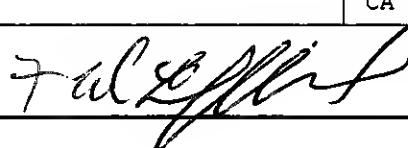


ORDER FOR SUPPLIES OR SERVICES

PAGE OF PAGES

IMPORTANT: Mark all packages and papers with contract and/or order numbers.

1 4

1. DATE OF ORDER 02/21/2012	2. CONTRACT NO. (If any)	6. SHIP TO:					
3. ORDER NO. AG-32SD-P-12-0001		4. REQUISITION/REFERENCE NO. 571729	8. NAME OF CONSIGNEE PARLIER ADMIN OFFICE				
5. ISSUING OFFICE (Address correspondence to) PWA PROCUREMENT OFFICE		b. STREET ADDRESS USDA, Agricultural Research Service 9611 S. RIVERBEND AVE					
7. TO: e. NAME OF CONTRACTOR LEPTRON INDUSTRIAL ROBOTIC HELICOPTERS INC.		c. CITY PARLIER d. STATE CA e. ZIP CODE 93648-9757					
b. COMPANY NAME		f. SHIP VIA					
c. STREET ADDRESS 7219 WINDWOOD COURT 1100580367#		g. TYPE OF ORDER					
d. CITY SUGAR LAND		e. STATE TX	f. ZIP CODE 77479-6336	<input checked="" type="checkbox"/> g. PURCHASE REFERENCE YOUR: Quote Please furnish the following on the terms and conditions specified on both sides of this order and on the attached sheet, if any, including delivery as indicated.		<input type="checkbox"/> b. DELIVERY Except for billing instructions on the reverse, this delivery order is subject to instructions contained on this side only of this form and is issued subject to the terms and conditions of the above-numbered contract.	
9. ACCOUNTING AND APPROPRIATION DATA See Schedule		10. REQUISITIONING OFFICE IAS					
11. BUSINESS CLASSIFICATION (Check appropriate box(es)) <input type="checkbox"/> a. SMALL <input type="checkbox"/> b. OTHER THAN SMALL <input type="checkbox"/> c. DISADVANTAGED <input type="checkbox"/> d. WOMEN-OWNED <input type="checkbox"/> e. HUBZone <input type="checkbox"/> f. SERVICE-DISABLED <input type="checkbox"/> g. WOMEN-OWNED SMALL BUSINESS (WOSB) <input type="checkbox"/> h. ECONOMICALLY DISADVANTAGED WOMEN-OWNED VETERAN-OWNED <input type="checkbox"/> ELIGIBLE UNDER THE WOMEN-OWNED SMALL BUSINESS PROGRAM						12. F.O.B. POINT Destination	
13. PLACE OF a. INSPECTION Destination		14. GOVERNMENT B/L NO.		15. DELIVER TO F.O.B. POINT ON OR BEFORE (Date) 04/01/2012		18. DISCOUNT TERMS	
17. SCHEDULE (See reverse for Rejections)							
ITEM NO (e)	SUPPLIES OR SERVICES (b)		QUANTITY ORDERED (c)	UNIT (d)	UNIT PRICE (e)	AMOUNT (f)	QUANTITY ACCEPTED (g)
	Tax ID Number: 26-4543549 DUNS Number: 830676065 Leptron Avenger UAV Helicopter Package Continued ...						
SEE BILLING INSTRUCTIONS ON REVERSE	18. SHIPPING POINT		19. GROSS SHIPPING WEIGHT		20. INVOICE NO.	\$89,199.06	17(h) TOTAL (Cont. pages)
	21. MAIL INVOICE TO:						◀
	e. NAME PARLIER ADMIN OFFICE						
	b. STREET ADDRESS (or P.O. Box)						17(i) GRAND TOTAL
c. CITY PARLIER		d. STATE CA	e. ZIP CODE 93648-9757	\$89,199.06		◀	
22. UNITED STATES OF AMERICA BY (Signature)  2-22-2012							
23. NAME (Typed) FREDERICK GIFFORD TITLE: CONTRACTING/ORDERING OFFICER				OPTIONAL FORM 347 (Rev 5/2011) Prescribed by GSA/FAR 48 CFR 53.213(f)			

**ORDER FOR SUPPLIES OR SERVICES
SCHEDULE - CONTINUATION**

PAGE NO

2

IMPORTANT: Mark all packages and papers with contract and/or order numbers.

DATE OF ORDER

CONTRACT NO.

02/21/2012

ORDER NO.

AG-32SD-P-12-0001

ITEM NO. (a)	SUPPLIES/SERVICES (b)	QUANTITY ORDERED (c)	UNIT (d)	UNIT PRICE (e)	AMOUNT (f)	QUANTITY ACCEPTED (g)
	<p>Admin Office:</p> <p>PARLIER ADMIN OFFICE USDA, Agricultural Research Service 9611 S. RIVERBEND AVE PARLIER CA 93648-9757</p> <p>Accounting Info:</p> <p>AR00.12.ZZ.ZZZZZZ.ZZZZZZ.ZZ.ZZZZZZ.ZZ.2085 302264.3122.ZZ.ZZZZZZZZ.ZZZZ Agency Code (4): AR00 Program Code (25): 2085302264 BOC: 3122 Sub BOC (2): ZZ Cost Org (7): ZZZZZZZ Job Code (8): ZZZZZZZZ Sub Cost Org (2): ZZ Budget Yr Start (2): 12 Budget Yr End (2): ZZ Fund (6): ZZZZZZ Budget Org (7): ZZZZZZ Sub Budget Org (2): ZZ Report Category (4): ZZZZ Period of Performance: 02/21/2012 to 04/01/2012</p> <p>Small Unmanned Vertical Takeoff and Landing Aerial Vehicle Helicopter for use in Maui, Hawaii.</p>					
001	<p>Leptron Avenger UAV Helicopter Package Product/Service Code: 1520 Product/Service Description: AIRCRAFT, ROTARY WING</p> <p>Small Unmanned Vehicle Aerial Vehicle Professional 1 Package & Leptron Electric Avenger Which includes: JR R/C Radio and Wall Charger, GPS: Upgraded LP1 and Glasnas with antennae, Full Electrical Panel, Ground Station Software Kit (No Laptop), Refurbished Tactical Front Mount Camera Gimbal, Automated Camera Software (Recordings of Photos), Wireless Video & LCD Monitor Stage, Flight Training for two people (Additional Training \$1,500.00 Per Person), Sony HD Camera (HDR-CX550V HD Video, Bronze Maintenance (One Tune-Up and Full Cleaning), Integrated Charger Case, Avenger Flight Batteries, Avenger Shipping Case. Reference your quote 11/22/2011. The following Government Terms and Continued ...</p>				89,199.06	

TOTAL CARRIED FORWARD TO 1ST PAGE (ITEM 17(H))



\$89,199.06

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OPTIONAL FORM 348 (Rev 4/2008)
Prescribed by GSA FAR (41 CFR) 53.213(f)

ORDER FOR SUPPLIES OR SERVICES
SCHEDULE - CONTINUATION

PAGE NO

4

IMPORTANT: Mark all packages and papers with contract and/or order numbers.

DATE OF ORDER	CONTRACT NO.	ORDER NO.
02/21/2012		AG-32SD-P-12-0001

ITEM NO. (a)	SUPPLIES/SERVICES (b)	QUANTITY ORDERED (c)	UNIT (d)	UNIT PRICE (e)	AMOUNT (f)	QUANTITY ACCEPTED (g)
	<p>X (42) 52.225-13, Restrictions on Certain Foreign Purchases (June 2008) (E.O.'s, proclamations, and statutes administered by the Office of Foreign Assets Control of the Department of the Treasury).</p> <p>X (47) 52.232-33, Payment by Electronic Funds Transfer; Central Contractor Registration (Oct 2003) (31 U.S.C. 3332).</p> <p>X (49) 52.232-36, Payment by Third Party (Feb 2010) (31 U.S.C. 3332).</p> <p>52.223-15: Energy Efficiency in Energy-Consuming Products. Energy Efficiency in Energy-Consuming Products (Dec 2007)</p> <p>The total amount of award: \$89,199.06. The obligation for this award is shown in box 17(i).</p>					

TOTAL CARRIED FORWARD TO 1ST PAGE (ITEM 17(H))

\$0.00

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**ORDER FOR SUPPLIES OR SERVICES
SCHEDULE - CONTINUATION**

PAGE NO

3

IMPORTANT: Mark all packages and papers with contract and/or order numbers.

DATE OF ORDER CONTRACT NO.

02/21/2012

ORDER NO.
AG-32SD-P-12-0001

ITEM NO. (a)	SUPPLIES/SERVICES (b)	QUANTITY ORDERED (c)	UNIT (d)	UNIT PRICE (e)	AMOUNT (f)	QUANTITY ACCEPTED (g)
	<p>Conditions Apply and are information by Reference:</p> <p>52.204-7 Central Contractor Registration (April 2 008) 52.212-4 Contract Terms and Conditions; Commercial Items. (June 2010)</p> <p>52.212-5 Contract Terms and Conditions Required to Implement Statutes or Executive Orders; Commercial Items. (January 2012)</p> <p>a) The Contractor shall comply with the following Federal Acquisition Regulation (FAR) clauses, which are incorporated in this contract by reference, to implement provisions of law or Executive orders applicable to acquisitions of commercial items:</p> <p>1) 52.222-50, Combating Trafficking in Persons (Feb 2009) (22 U.S.C. 7104(g)). Alternate I (Aug 2007) of 52.222-50 (22 U.S.C. 7104(g)).</p> <p>(2) 52.233-3, Protest After Award (AUG 1996) (31 U.S.C. 3553).</p> <p>(3) 52.233-4, Applicable Law for Breach of Contract Claim (OCT 2004) (Pub. L. 108-77, 108-78).</p> <p>(b) The Contractor shall comply with the FAR clauses in this paragraph (b) that the Contracting Officer has indicated as being incorporated in this contract by reference to implement provisions of law or Executive orders applicable to acquisitions of commercial items:</p> <p><u>X</u> (26) 52.222-3, Convict Labor (June 2003) (E.O. 11755).</p> <p><u>X</u> (27) 52.222-19, Child Labor; Cooperation with Authorities and Remedies (Jul 2010) (E.O. 13126).</p> <p><u>X</u> (28) 52.222-21, Prohibition of Segregated Facilities (Feb 1999).</p> <p><u>X</u> (29) 52.222-26, Equal Opportunity (Mar 2007) (E.O. 11246).</p> <p><u>X</u> (38) 52.223-18, Encouraging Contractor Policies to Ban Text Messaging While Driving (AUG 2011) (E.O. 13513).</p> <p><u>X</u> (39) 52.225-1, Buy American Act; Supplies (Feb 2009) (41 U.S.C. 10a-10d).</p> <p>Continued ...</p>					

TOTAL CARRIED FORWARD TO 1ST PAGE (ITEM 17(H))



\$0.00

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Sales Quote

Lepton Industrial Robotic Helicopters Inc

Date: 11-22-11

3483 Airport Road A12, Ogden UT, 84405

Phone : 303.816.7285 (o) 713.516.8052 (c)

Contact : Scott Heath sheath@leptron.com

Attn: Jim Gartung - USDA

SHIP TO

SAME AS PURCHASER

□

TERMS	DELIVERY DATE	SHIPPING TERMS
Quote good for 30 days	TBD	FOB - Lepton, Ogden, UT

QTY		Description	List Price	Govt Price	SubTotal
1 Units	1	<u>Professional I Package: Lepton Electric Avenger (20 Min Flight Time, 5 Min Safety) 1-2 Mile Radius</u>	\$65,250.33	\$52,206.66	\$52,206.66
	1 Per Unit	JR R/C Radio and wall charger	Included		
	1 Per Unit	GPS: Upgraded LP1, and Glosnac with antennae	Included		
	1 Per Unit	Full Electric Panel, LCD, SD Memory Card. Set Carbon Fiber RotoTech 830 MM and matching tall rotors. Dual Motors - Separate motors for Main and Tall 10 HP total, Upgraded Servos and Motors, Upgraded direct drive tall shaft, Upgraded titanium links, extended tall boom and full carbon fiber airframe.	Included		
	1 Per Unit	<u>Autopilot - Integrated autopilot with capability for Ground station software (Option extra item) and ability to fly in 'Sticks' or 'Laptop' mode (No Laptop)</u>	Included		
1 Unit	1	<u>Ground Station Kit - (1) Ground Station Software (No Laptop) (1) Ground station Module that includes: (1) GPS antennae (1) 900 MHz antennae (1) Power Cable (1) channel, (1) built in 2 hr battery backup</u>	\$6,942.38	\$5,553.90	\$5,553.90
1 Unit	1	<u>*Refurbished - Tactical Front Mount Camera Gimbal: Front Mounted tactical gimbal with heavier camera mounting, Upgraded quick connect mounts for 2 sets of camera equipment (1) Gimbal Batteries (1) Nikon Remote Shutter (1) Sony Shutter (1) JR RC Transmitter/Rx Radio.</u>	\$4,859.66	\$2,950.00	\$2,950.00
1 Unit	1	<u>Automated Camera Software - (1) Autopilot Integrated Software to trigger camera, from autopilot. Includes GPS Lat/Long recording of photos for Nikon camera</u>	\$3,500.00	\$3,000.00	\$3,000.00
1 Unit	1	<u>Wireless Video - LCD Monitor Stage I (1.5 mile Trx/Rx Radius): (1) 10" Daylight LCD, Pair (2) 1 Watt 1.2 GHz Trx/Rx, (1) Tripod, (1) 8,000 battery (1) Hard Shell Case</u>	\$4,304.27	\$3,443.42	\$3,443.42
1 Unit	1	<u>Flight Training - 5 Day class for 2 people = \$5,553.90. Additional people are \$1,500.00 per person. Base class includes 2 Trainer MCX helicopters</u>	\$6,942.38	\$5,553.90	\$5,553.90

1 Unit	1	Sony HD Camera: HDR-CX550V HD Video with 10x optical/120x digital zoom; Optical Steady Shot image stabilization, (1) Charger (1) Battery (1) Cables	\$1,600.00	\$1,550.00	\$1,550.00
1 Unit	1	Bronze Maintenance - 1 tune-up that include, full cleaning, tuning, motor checks, blade tuning and other mechanical checks. Includes new parts upgrades and does not include repairs/parts from misuse or wrecks. Included inspection and tuning for wireless video system. Does not include replacement for crashes. (1) Yearly upgrade of software upgrades, mechanical upgrades and testing	3,471.19	\$2,776.95	\$2,776.95
1 Units	1	Integrated Charger Case - (1) Hard Shell Case (5) LiPo Chargers (1) Auto Jumper Clamp Set	\$3,977.98	\$3,182.38	\$3,182.38
2 Units	2	Avenger Flight Batteries - Flight Batteries: (1) Set = (4) x 8,000's (1) Tail 4,000 (1) double 2,000 FCS battery	\$4,332.04	\$3,465.63	\$6,931.26
1 Unit	1	Avenger Shipping Case: Armored Anvil Avenger Case : (1) Armored Anvil Shipping case with foam casing for Avenger Helicopter	\$2,188.00	\$1,750.59	\$1,750.59
				Total	\$88,899.06

